

## RAIL TRACKING USE AGREEMENT

This Rail Trackage Use Agreement ("Agreement") is entered this February 6, 1989, by and between the Boeing Company ("Boeing"), a Delaware corporation, acting through its division Boeing Commercial Airplanes, and the United States Government, acting through its General Services Administration ("GSA"), Public Buildings Service, Facility Support Center, Auburn, Washington.

The GSA having offered for sale a portion of the former Auburn General Depot (the "Property", the legal description for which is attached as Exhibit A) by its Invitation for Bids No. 10PK-267 (copy attached as Exhibit B) which called for a Rail Trackage Use Agreement between the GSA and the purchaser of the Property, and Boeing having purchased the Property subject to the terms of that Invitation, Boeing and the GSA now agree as follows:

1. GSA shall execute an easement deed to Boeing granting right to use that Government-owned railroad trackage which is not located on the Property but which is necessary for access to all railroad trackage upon the Property. This Government-owned railroad trackage over which Boeing is granted use includes that trackage indicated upon the attached map (Exhibit C) which is more particularly described as follows: the single set of westerly railroad tracks owned by the GSA which leave the Property's northern GSA/Boeing property line and extend north parallel to County road No. 76 (Railroad Avenue) within 90 feet of the centerline of that road and then extend northwest across 15th Street S.W. until such tracks connect with Boeing owned tracks approximately 150 feet north of 15th Street S.W.

2. Boeing shall be responsible for a prorata share, based upon Boeing's percentage of use, of the GSA's cost of maintenance of the railroad trackage over which use has been granted.

- a. It shall be presumed that GSA and Boeing usage of the trackage will be 50% each at the beginning of each GSA fiscal year, which is October 1.

3. At the beginning of each fiscal year, GSA will submit to Boeing an estimate of maintenance repair costs. The estimate will be submitted on an appropriate GSA Form, currently GSA Form 2957. If Boeing agrees with the necessity of performing the maintenance work and the reasonableness of the estimated costs of such work, Boeing shall promptly return an executed copy of the Form 2957 to GSA.

- a. Boeing will not unreasonably withhold agreement concerning performance of maintenance work at the estimated cost of performing such work.

4. Each GSA fiscal quarter, Boeing shall pay to GSA 25% of the GSA estimate of maintenance repair costs. Boeing shall make such payment promptly after receiving an invoice from GSA. GSA fiscal quarters begin on the 1st day of January, April, July, and October.

5. At the end of the 3rd GSA fiscal quarter (June 30), GSA shall adjust the maintenance cost of the railroad trackage based on actual usage of the railroad trackage and actual costs expended.

a. GSA shall assume that each party's use of the railroad trackage was 50%, as stated above, unless either party produces evidence as to actual usage.

b. If evidence of actual track usage indicates other than 50%, appropriate adjustment shall be made to the Boeing reimbursement amount.

c. If actual maintenance costs greatly exceed GSA's estimated costs, GSA shall promptly give notice thereof to Boeing. Boeing shall pay to GSA their share of the increasing costs.

d. If actual maintenance costs are significantly less than GSA's estimated costs, GSA shall promptly give notice to Boeing. Boeing shall submit appropriate documents for billing reduction, as instructed by GSA.

By: J. J. Nelson  
J. J. Nelson  
Director of Facilities

By: W. L. DUBRAY  
W. L. DUBRAY  
Director, Facility Support Center  
Public Buildings Service  
General Services Administration  
Auburn, Washington

On this 10<sup>th</sup> day of February, 1988, before me, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared W. L. [Signature] to me known to be the Director of General Services Administration, Facility Support Center, Auburn, Washington, who executed the foregoing instrument, and acknowledged to me that he signed the same as a free and voluntary act and deed for the uses and purposes therein mentioned, being authorized to do so.

WITNESS my hand and official seal the day and year in this  
certificated above written.

Janice A. Inman  
NOTARY PUBLIC in and for the  
State of Washington, residing  
at Cuburn

My commission expires: 2/10/92

STATE OF WASHINGTON )  
 ) ss  
COUNTY OF KING )

On this 27 day of August, 1988, before me, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared J. J. Nelson to me known to be the Director of Facilities and Services of Boeing Commercial Airplanes, a division of the Boeing Company, the corporation the executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposed therein mentioned, and on oath stated that he was authorized to execute the foregoing instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

NOTARY PUBLIC in and for the  
State of Washington, residing  
at

My commission expires: 7-1-2001



NAME OF  
PROPERTY

Portion of former Auburn General Depot  
(Air Force - Auburn Warehouse Property)  
D-Wash-522H and G-Wash-522I

LOCATION

Auburn, Washington  
Approximately 25 miles southeast of  
Seattle, Washington

CONSISTING  
OF

Approximately 137 acres of land, 15  
buildings containing over 1,000,000  
square feet of floor space under roof,  
over 4 miles of rail trackage.

AS DESCRIBED IN THE BIDDING INFORMATION FOR 100K-200



SEALED BIDS WILL BE OPENED	
DATE	September 4, 1974
TIME	10:00 a.m. (Local time at the place of bid opening)
LOCATION	Room 440, Federal Building 915 Second Avenue Seattle, WA 98174

U.S. GENERAL SERVICES ADMINISTRATION  
Public Buildings Service

UNITED STATES OF AMERICA  
GENERAL SERVICES ADMINISTRATION

Public Buildings Service, Real Property  
Division, GSA Center, Auburn, WA 98002  
Phone: Area Code 206/TE 3-6500, Ext. 265



\* \* \* \* \*  
\* Information below must appear \*  
\* ... lower left corner of bid envelope \*  
\* \* \* \* \*  
\* Invitation No. 10PK-267 \*  
\* Bid Opening: September 4, 1974 \*  
\* Time: 10:00 a.m. \*  
\* (Local time at the place of bid opening) \*  
\* Bid for Real Property - Purchase \*  
\* \* \* \* \*

INVITATION FOR BIDS, BID, AND ACCEPTANCE  
FOR SALE OF GOVERNMENT PROPERTY

Portion of Former Auburn General Depot  
Auburn, Washington  
D-Wash-522H and G-Wash-522I

INVITATION FOR BIDS

Sealed bids, in duplicate for the purchase of the Government property described in the Schedule portion of the Invitation for Bids will be received until 10:00 a.m., September 4, 1974 (local time at the place of bid opening), and then publicly opened at General Services Administration, Room 440, Federal Building, 915 Second Avenue, Seattle, WA 98174.

This Invitation for Bids is issued subject to, and bids submitted pursuant to this Invitation for Bids must be in compliance with and subject to, the provisions of this Invitation for Bids, including the Schedule portion thereof, and the (1) Instructions to Bidders (GSA Form 1741); (2) the General Terms of Sale (GSA Form 1742); (3) Special Terms and Conditions, Invitation No. 10PK-267; (4) Special Instructions to Bidders, Invitation No. 10PK-267 and (5) the provisions of the Bid Form and Acceptance, all of which are attached to this Invitation for Bids and by reference made a part hereof.

Invitation No. 10PK-267

### SCHEDULE

The property being offered for sale AS ONE SALES PARCEL is more particularly described in Exhibit A attached hereto and made a part of this Invitation for Bids. The property is shown on the drawing designated as Exhibit B attached hereto for illustrative purposes only.

The property is a portion of the former Auburn General Depot, King County, Washington. This former Government warehousing site, considered adaptable to industrial development, has vacant land suitable for additional expansion. It consists of approximately 137 acres of land together with approximately 20 acres of perpetual easement for storm, sewer drainage purposes and approximately 15 buildings with a total floor area of over 1,000,000 square feet. The property also has over 4 miles of industrial rail trackage serviced by three transcontinental railroads and all onsite utility systems.

### Property Offered For Sale

The property offered for sale contains approximately 137 acres of improved land consisting of two noncontiguous parcels of land. Tract A consists of approximately 131.31 acres of land together with improvements including three 200' x 828' ± frame warehouses with full length freight handling docks on each side; three 195' x 788' ± concrete block constructed warehouses with full length freight handling docks on the rail track side and truck loading docks located on the opposite side; together with a 96' x 512' ± partially enclosed frame warehouse and 7 lesser buildings.

Tract B consists of approximately 6.16 acres together with a storm sewer pumping station and approximately 20 acres of perpetual easement for storm sewer drainage purposes.

Included in this sales offering are over 4 miles of railroad trackage with rail car spotting and switching facilities. The property is presently completely enclosed by chain link type fencing. Each of the 6 major warehouses are divided by concrete block firewalls into four approximately equal size bays; have concrete floors with 1,000 pounds per square foot load limits; concrete freight docks and foundation. Interior usable clearance in the frame warehouses rises from approximately 13 feet along the sidewalls to a maximum of approximately 27' x 10" at the center of the bays. Interior usable clearance in the concrete block warehouses rises from

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approximately 21 feet to approximately 22 feet at the center of the bays; toilet facilities and an automatic dry type fire sprinkler system are located in each warehouse. The frame warehouses have 50' clear spans across and 16' clear spans the length of each bay. The concrete warehouses have 63' and 72' clear spans across and 33' clear spans the length of each bay.

All warehouses are served by rail on one side and paved truck docks on the other side with additional truck docking at each end of the frame warehouses. Siding tracks, located adjacent to each warehouse, have switching features which allow freight cars to be spotted to any location without disturbing cars being handled at other locations. All warehouse floors and docks are constructed to railroad car and truck bed height. Most roads and parking areas are paved, with some areas graveled. The property has existing access on "C" Street Southwest and Pacific Avenue and also has frontage on Ellingson Avenue. Also included in the sales offering are the electrical, water, telephone and ADT distribution systems, and sanitary sewer and storm sewer collection systems which are located on the property described in Exhibit "A".

#### Special Terms and Conditions

1. JOINT-USE RAIL TRACKAGE. The purchaser will be granted the right of joint use of certain Government-owned railroad trackage which is not located on the property offered for sale but which is necessary for access to all trackage included in this sales offering. The purchaser will be required to enter into a rail trackage use agreement with Buildings Management Division, Public Buildings Service, General Services Administration. The purchaser shall be responsible for a pro rata share, based on usage, of the cost of maintenance of railway trackage over which joint use has been granted. (A map showing the Government-owned trackage available for use by the purchaser for access to the property herein offered for sale is available for review at the Real Property Division, Public Buildings Service, General Services Administration Regional Office, Auburn, Washington.)

2. CAR SWITCHING AGREEMENT. Purchaser shall be required to enter into a separate car switching agreement with the railroad companies presently providing such service.

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3. UTILITY SERVICES. The purchaser will be required to disconnect all electrical, water, and sanitary sewer connections between the property offered for sale and the General Services Administration Regional Office property. The severance of these utilities must be completed within a 12 month period from date possession is granted to the purchaser. During the 12 month period these utilities will be made available for purchase on a metered basis. All disconnections of the electrical, water and sanitary sewer systems shall be performed in accordance with specifications which are available for inspection at the Real Property Division, Public Buildings Service, General Services Administration Regional Office, Auburn, Washington.

4. FENCE RELOCATION AND RAIL TRACK CONNECTION REQUIREMENTS. In order to provide security and isolate the joint use rail trackage as referenced in paragraph 1 above from the General Services Administration Regional Office facilities, the purchaser shall relocate approximately 5,200 feet of chain link type fence. (A map showing the relocation of the fence is available for review at the Real Property Division, Public Buildings Service, General Services Administration Regional Office, Auburn, Washington.) All fencing requirements shall comply with specifications which are available for inspection at the Real Property Division, Public Buildings Service, General Services Administration Regional Office, Auburn, Washington.

The purchaser will be required to construct approximately 400 feet of rail track connection between the joint use rail trackage as referenced in paragraph 1 above and the rail trackage located on the property offered for sale. Purchaser will be permitted the use of additional portions of the Government owned rail trackage system located outside the property offered for sale for a period of 12 months from the date possession is granted to the purchaser for interim access into Tract A. (A map showing the additional Government owned trackage available for interim access and the approximate 400 feet of track connection into Tract A is available for review at the Real Property Division, Public Buildings Service, General Services Administration Regional Office, Auburn, Washington.

All fence relocation and rail track connection requirements shall be completed within 12 months from date possession is granted to the purchaser.

5. STORM SEWER. The purchaser will enter into storm sewer drainage agreements with General Services Administration and the Grantees or their successors or assigns of Quitclaim Deeds dated July 10, 1962, July 25, 1962, and September 24, 1965, where in certain portions of the

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former Auburn Depot were conveyed to the Auburn Industrial Center, and Diamond Ice and Storage Company. These agreements shall provide for storm sewer drainage service to those portions of the former Auburn Depot conveyed by the above referenced deeds and the portion which is being retained by the Government.

6. All acreage, area and utility figures used in this Invitation are approximate and are not to be considered exact.

7. The bidder is cautioned that this property is being offered for sale as one parcel only on an ALL OR NONE BASIS. NO BIDS PROPOSING THE PURCHASE OF A PORTION OF THIS PROPERTY WILL BE CONSIDERED.

#### INSPECTION OF THE PROPERTY

Inspection of the property may be arranged by appointment only between the hours of 9:00 a.m. and 3:00 p.m., Monday through Friday excepting holidays, by contacting the Real Property Division, Public Buildings Service, General Services Administration, Auburn, Washington 98002. Phone (206) TE 3-6500, Extension 265.

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SPECIAL INSTRUCTIONS TO BIDDERS

1. This is an ALL CASH SALE - full purchase price within fifteen (15) days of the acceptance of the bid. NO CREDIT TERMS.
2. Each bid must be accompanied by a separate bid deposit in the form of a certified check, cashier's check, or postal money order, payable to the order of General Services Administration; such bid deposit to be not less than 10% of the amount of the bid.
3. Bids shall be continuing offers for sixty (60) days after the bid opening.
4. Terms and conditions relating to insurance requirements contained in paragraph 8, General Terms of Sale, GSA Form 1742, are hereby deleted.
5. Conditions Applicable to Credit Sales contained in paragraph 9, General Terms of Sale, GSA Form 1742, are hereby deleted.
6. The highest bid received, if accepted, will be transmitted to the Attorney General of the United States for his advice as to whether the sale would tend to create or maintain a situation inconsistent with the antitrust laws, in accordance with paragraph 10, General Terms of Sale, GSA Form 1742. The sale is subject to avoidance in the event unfavorable advice is received from the Attorney General. If favorable advice is received, the purchaser will be notified and the balance of the purchase price will be requested within fifteen (15) days as stated above in paragraph 1.

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IMPORTANT NOTICE

Sealed bids must be submitted to:

General Services Administration  
Room 440, Federal Building  
915 Second Avenue  
Seattle, WA 98174

Direct all inquiries regarding the sale of this property to:

Real Property Division, 10PK  
Public Buildings Service  
General Services Administration  
GSA Center  
Auburn, WA 98002

Phone: (206) TE 3-6500, Ext. 265



EXHIBIT A  
(Page 1 of 3)

TRACT A

A parcel of land in the east half of Section 25, Township 21 North, Range 4 East of the Willamette Meridian, King County, Washington, described as follows:

Beginning at the intersection of the west right-of-way line of the County Road No. 76, known as Railroad Avenue, and the south line of said Section 25, said intersection being South 89° 16' 55" West 483.65 feet from the southeast corner of said Section 25; thence South 89° 16' 55" West 1488.93 feet along said south line; thence North 0° 10' 45" East 1318.11 feet; thence South 89° 31' 28" West 658.25 feet to the centerline of Greenhalgh Road; thence North 0° 08' 47" East 1321.31 feet along said centerline to a brass plug at the intersection of said centerline with the centerline of Algona Road; thence continuing North 0° 08' 47" East 50.01 feet; thence North 89° 46' 07" East 121.20 feet; thence along a 603.11 foot radius curve to the left having a central angle of 31° 58' 55" for a distance of 336.65 feet; thence North 57° 47' 12" East 1272.50 feet; thence along a 603.11 foot radius curve to the left having a central angle of 59° 56' 02" for a distance of 630.88 feet; thence North 2° 08' 50" West 92.34 feet; thence North 89° 46' 06" East 57.79 feet; thence South 12° 19' 51" East 740.55 feet; thence South 2° 12' 33" East 715.85 feet to a point in the west right-of-way line of said County Road No. 76 which is 597.04 feet from the east quarter corner of said Section 25; thence continuing South 2° 12' 33" East 2625.51 feet to the point of beginning, together with vacated Algona Road No. 1492 lying easterly of 76th Avenue South.

TOGETHER WITH a right of joint use in common with others of Government-owned railroad trackage on other portions of the former Auburn General Depot as shown on Plot Plan, U.S. Army Depot or Utah General Depot No. 273-A, which depot is referred to herein as "Auburn General Depot".

TOGETHER WITH an assignable, permanent and perpetual easement for the existing outfall storm sewer line of any replacement thereof, together with a right of access thereto for the operation, maintenance, improvement, replacement, repair or inspection of such line, over a strip of land described as follows:

A parcel in the north half of the northwest quarter of Section 36, Township 21 North, Range 4 East, Willamette Meridian, King County, Washington, described as follows:

Being a strip 60.00 feet wide, 30.00 feet on each side of the following described line which begins at a point on the westerly boundary of Pacific Avenue which is 406.16 feet southerly of the

intersection of the westerly boundary of Pacific Avenue and the northerly boundary of Section 36; thence South 85° 25' 34" West, 1,593.79 feet to a point 80.00 feet easterly of the easterly right-of-way of the Chicago, Milwaukee, St. Paul and Pacific Railway; AND

A parcel in Lots 35, 36, and 43 of the C. D. Hillman's Pacific City Addition to the City of Seattle, Washington, Division No. 2, in the northeast quarter of Section 36, Township 21 North, Range 4 East, Willamette Meridian, King County, Washington, described as follows:

Being a strip 50.00 feet wide, 25.00 feet on each side of the following described line which begins at a point on the northerly boundary of said Lot 35, which is 139.50 feet east of the northwest corner of said Lot 35; thence South 2° 57' East, 336.03 feet to a manhole; thence South 85° 24' West, 800.15 feet to the westerly boundary of Lot 43; said westerly boundary being the easterly edge of Pacific Avenue, and 404.82 feet south of the north line of said Section 36.

TOGETHER WITH an assignable, permanent and perpetual easement for the location, construction, operation, and maintenance of a rail track connection between the existing Government-owned rail trackage outside of Tract A and the rail trackage system located upon Tract A. The specific location and transfer of title to the easement will be by description, prepared from an actual land survey using the location and alignment of the existing rail sidings to be connected, as the control for the survey, and location of the easement.

SUBJECT TO easements for electrical transmission line granted to Puget Sound Traction, Light and Power Company instrument recorded in Volume 1089, Page 155, Auditor's File No. 1362796; instrument recorded in Volume 1088, Page 162, Auditor's File No. 1362798; instrument recorded in Volume 1091, Page 14, Auditor's File No. 1372350; instrument recorded in Volume 1083, Page 577, Auditor's File No. 1372351; instrument recorded in Volume 1507, Page 314, Auditor's File No. 2678831; instrument recorded in Volume 1083, Page 358, Auditor's File No. 1362799; instrument recorded under Auditor's File No. 1362795, all above instruments recorded in records of King County, Washington.

SUBJECT TO easements for pole line right-of-way granted to Sunset Telephone and Telegraph Company, recorded in Volume 467, Page 128, Auditor's File No. 381710 in records of King County, Washington.

SUBJECT TO easement for pipeline right-of-way granted to Washington Natural Gas Company by instrument dated February 27, 1968. Period for said easement to expire February 27, 1978.

AND

TRACT B

A parcel of land in Section 25, Township 21 North, Range 4 East, Willamette Meridian, King County, Washington, described as:

Beginning at a brass plug in the centerline of Greenhalgh Road and Algona Road, being the center of said Section 25; thence South 89° 46' 07" West 68.78 feet along the centerline of Algona Road; thence North 2° 12' 23" West 437.14 feet along the extended centerline and centerline of Franks Avenue to the True Point of Beginning; thence South 87° 47' 33" West 406.00 feet; thence North 2° 12' 23" West 661.00 feet; thence North 87° 47' 33" East 406.00 feet to the centerline of Franks Avenue; thence South 2° 12' 23" East 661.00 feet to the True Point of Beginning.

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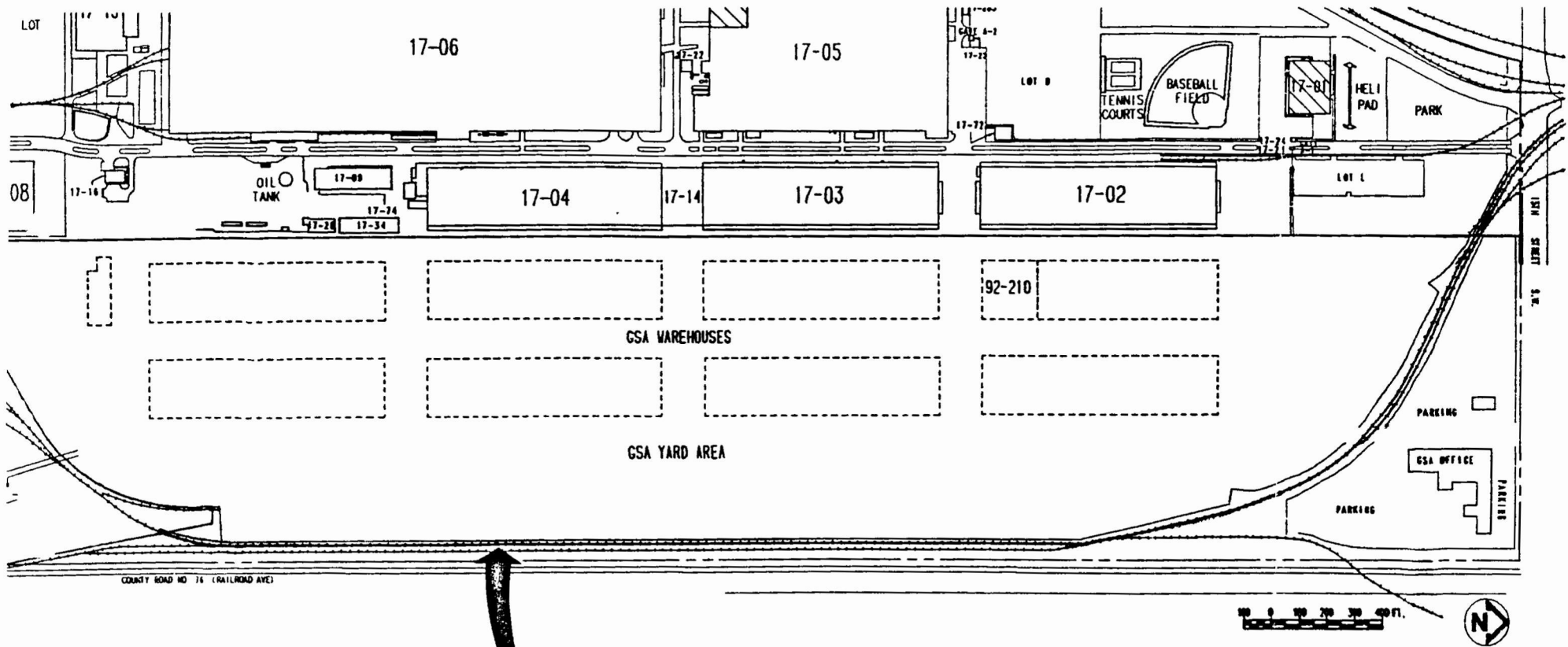
TOGETHER WITH an assignable, permanent and perpetual easement for the existing outfall storm sewer line or any replacement thereof, together with a right of access thereto for the operation, maintenance, improvement, replacement, repair or inspection of such line, over a strip of land 30 feet in width being 15 feet on each side of the following described centerline of the line as now constructed:

Beginning at a brass plug in the centerline of Greenhalgh Road and Algona Road, being the center of said Section 25; thence South  $89^{\circ} 46' 07''$  West 68.78 feet along the centerline of Algona Road; thence North  $2^{\circ} 12' 23''$  West 437.14 feet along the extended centerline and centerline of Franks Avenue; thence South  $87^{\circ} 47' 33''$  West 406.00 feet; thence North  $2^{\circ} 12' 23''$  West 341.00 feet to the True Point of Beginning; thence South  $62^{\circ} 53' 17''$  West 1181.25 feet; thence in a curve to the left whose radius is 209.02 feet through a central angle of  $63^{\circ} 17' 10''$  for a distance of 230.87 feet; thence South  $0^{\circ} 23' 53''$  East 42.56 feet to a point on the centerline of Algona Road; said point bearing South  $89^{\circ} 46' 07''$  West 1669.36 feet from the point of beginning.

TOGETHER WITH an assignable, permanent and perpetual easement for the existing outfall storm sewer line or any replacement thereof, together with a right of access thereto for the operation, maintenance, improvement, replacement, repair or inspection of such line, over a strip of land described as follows:

A parcel in the SW  $1/4$  of said Section 25, and in the W  $1/2$  of Section 36, T. 21 N., R. 4 E., W.M., King County, Washington, and the NW  $1/4$  of Section 1, T. 20 N., R. 4 E., W.M., Pierce County, Washington, described as a strip 80.00 feet wide, 40.00 feet on each side of the following described line:

Beginning at a point on the south right-of-way line of Algona Road, 40.00 feet east of the east right-of-way line of Chicago, Milwaukee, St. Paul and Pacific Railroad; thence South 7,358 feet more or less parallel to said Railroad to a point 133.52 feet south of the north line of Lot 3, of C. D. Hillman's Pacific City Addition to the City of Seattle, No. 3; thence along a 150 foot radius curve to the left having a central angle of  $89^{\circ} 28'$  for a distance of 234.22 feet; thence N.  $88^{\circ} 49'$  East, 132.24 feet; thence along a 150 foot radius curve to the right having a central angle of  $60^{\circ} 20'$  for a distance of 157.95 feet; thence S.  $30^{\circ} 51'$  E., 1,110.00 feet to the right-of-way of White River.



FORMER AUBURN GENERAL DEPOT  
PROPERTY PURCHASED BY BOEING

WESTERN SET OF GSA TRACK.